

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) **Chapter 11**
W. R. GRACE & Co., et al.,) **Case No. 01-1139 (JFK)**
) **(Jointly Administered)**
Debtors.

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE EQUITY SECURITIES**

PLEASE TAKE NOTICE that Adage Capital Partners, LP hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities (the "Equity Securities") of W. R. Grace & Co. or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that Adage Capital Partners, LP currently Beneficially Owns¹ 2,463,900 shares of the Equity Securities (Common Stock, \$0.01 par value per share) of W. R. Grace & Co.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, Adage Capital Partners, LP proposes to purchase, acquire or otherwise accumulate 2,537,000 shares of Equity Securities or an Option with respect to 0 shares of Equity Securities. If the Proposed Transfer is permitted to occur, Adage Capital Partners, LP will Beneficially Own 5,000,900 shares of Equity Securities after the transfer.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of Adage Capital Partners, LP is 04-3574590.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, Adage Capital Partners, LP hereby declares it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order of the United States Bankruptcy Court for the District of Delaware (the "Court"), entered on January 24, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, and (B) served upon

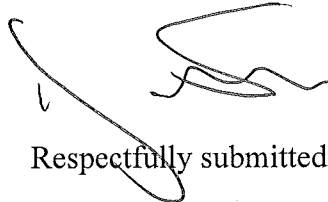
¹ For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered January 24, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

Kirkland & Ellis LLP, counsel to the Debtors, 200 E. Randolph Drive, Chicago, Illinois 60601,
Attn.: Janet S. Baer, Esq.

PLEASE TAKE FURTHER NOTICE that the Debtors have ten (10) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such ten (10) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in the Notice.

The undersigned prospective acquirer understands that any further transactions that may result in Adage Capital Partners, LP purchasing, acquiring or otherwise accumulating additional shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated: October 5, 2009
Boston, Massachusetts

 By: Daniel Lebow
Respectfully submitted, Title: Chief Operating Officer

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